

339209

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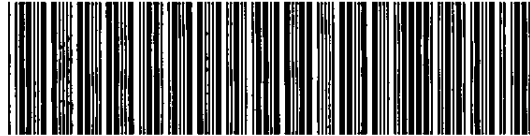
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COVER LETTER

FILED
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DIVISION OF CORPORATIONS
16 JUN 20 PM 2:27

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: COSTA NURSERY FARMS, INC

DOCUMENT NUMBER: 339209

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

ARIANNA CABRERA

Name of Contact Person

COSTA FARMS

Firm/ Company

21800 SW 162 AVE

Address

MIAMI FL. 33170

City/ State and Zip Code

ARIANNA@COSTAFARMS.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

ARIANNA CABRERA

at (305)

608-6572

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
16 JUN 20 PM 2:27

June 14, 2016

SENT VIA USPS

Amendment Section
Division of Corporations
P.O Box 6327
Tallahassee, FL 32314

Re: Amended and Restated Articles of Inc.

To whom it may concern,

Please let this letter serve as a cover sheet to Amend and Restate Articles of Incorporation of Costa Nursery Farms, Inc. Included, please find page 4 of the Sunbiz application as well as the returned letter from the initial submission. The \$35.00 fee has been processed and is being held by your office until this notice is received per my conversation with the Regulatory Specialist II, Cheryl R. McNair on June 13th 2016.

Please do not hesitate to contact the undersigned with any questions and/or comments. I can be reached at 305-247-5135.

Sincerely,

A handwritten signature in cursive script, appearing to read "A. Cabrera".

Arianna Cabrera
General Counsel

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
COSTA NURSERY FARMS, INC.
(A Florida Corporation)**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
16 JUN 20 PM 2:28

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned hereby adopts the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is **COSTA NURSERY FARMS, INC.** (the "Corporation"). The date of filing the original Articles of Incorporation with the Secretary of State was December 20, 1968, as amended from time to time thereafter.
2. These Amended and Restated Articles of Incorporation were adopted and approved by the Board of Directors and the shareholders of the Corporation on May 4, 2016 pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act.
3. The effective date of these Amended and Restated Articles of Incorporation shall be upon the filing of these Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida.
4. These Amended and Restated Articles of Incorporation shall supersede the Articles of Incorporation of the Corporation as amended and filed to date.
5. The Articles of Incorporation are hereby amended and restated in their entirety as follows:

**ARTICLE I
NAME**

The name of the Corporation is **COSTA NURSERY FARMS, INC.**

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business and mailing address of the Corporation is 21800 SW 162nd Avenue, Miami, Florida 33170.

**ARTICLE III
PURPOSE**

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act, including, but not limited to:

- (a) The operation of a nursery, nursery equipment, and allied lines incidental and supplemental thereto;

- (b) Purchasing, leasing, renting, selling, holding, and otherwise acquiring and disposing of real estate and personal property, both tangible and intangible, and choses in action, either as owner, broker, agent, or otherwise; and
- (c) Raising capital or incurring indebtedness, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable or transferrable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

ARTICLE IV **DURATION**

The Corporation shall exist perpetually unless dissolved in accordance with applicable law.

ARTICLE V **CAPITAL STOCK**

The aggregate number of shares of stock that the Corporation is authorized to issue is One Hundred Thousand (100,000) shares of common stock, \$0.10 par value per share consisting of (a) Ten Thousand (10,000) shares of voting common stock, \$0.10 par value per share (the "Class A Common Stock") and (b) Ninety Thousand (90,000) shares of nonvoting common stock, \$0.10 par value per share (the "Class B Common Stock"). Fully paid stock of this Corporation shall not be liable to any further call or assessment.

The holders of Class A Common Stock and Class B Common Stock shall have identical rights with respect to (i) distributions from the Corporation; (ii) the liquidation of the Corporation; and (iii) all other matters affecting the Corporation, except that the holders of the Class B Common Stock shall not be entitled to vote on matters affecting the Corporation (except as otherwise required by the Florida Business Corporation Act).

ARTICLE VI **SPECIAL MEETINGS OF SHAREHOLDERS**

In addition to the methods of calling a special meeting of the shareholders of the Corporation set forth in the Corporation's Amended and Restated Bylaws, special meetings of the shareholders may be requested in writing by the holders of not less than twenty-five percent (25%) of all the shares entitled to vote at such special meeting provided such writing sets forth the purpose or purposes for such special meeting.

ARTICLE VII **ACTION BY SHAREHOLDERS WITHOUT A MEETING**

In addition to other requirements set forth in the Corporation's Amended and Restated Bylaws, action required or permitted under applicable law or the Corporation's Amended and Restated Bylaws to be taken at an annual or special meeting of shareholders may be taken without a meeting and without a vote if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each

voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted. Notwithstanding the foregoing, such action shall only be deemed effective in the event every shareholder entitled to vote on such matter has been provided at least twenty-four (24) hours prior notice of the intent to take such action without a shareholders meeting.

ARTICLE VIII
REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is 21800 SW 62nd Avenue, Miami, Florida 33170. The name of the Corporation's registered agent at that office is Arianna M. Cabrera.


ARTICLE IX
BOARD OF DIRECTORS

The Board of Directors of the Corporation shall consist of not less than one (1) director nor more than eleven (11) directors, with the exact number to be fixed from time-to-time in the manner provided in the Corporation's Amended and Restated Bylaws.

ARTICLE X
INDEMNIFICATION

This Corporation shall indemnify the officers and directors of the Corporation to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 4th day of May, 2016.

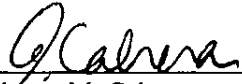
By: 
Name: Jose I. Smith
Title: President

CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **COSTA NURSERY FARMS, INC.**, a Florida corporation (the "Corporation"), in the Corporation's Amended and Restated Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Amended and Restated Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 4th day of May, 2016.

By: 
Arianna M. Cabrera